

EXHIBIT S

Form 1120S	U.S. Income Tax Return for an S Corporation ▶ Do not file this form unless the corporation has timely filed Form 2553 to elect to be an S corporation. ▶ See separate instructions.	OMB No. 1545-0130 <div style="font-size: 2em; font-weight: bold;">2000</div>
Department of the Treasury Internal Revenue Service		
For calendar year 2000, or tax year beginning _____, 2000, and ending _____		
A Effective date of election as an S corporation B Business code no. (see pages 29-31)	Name THE ELKIN GROUP INC. Number, street, and room or suite no. (If a P.O. box, see page 11 of the instructions.) 805 BRYN MAWR AVE City or town, state, and ZIP code NEWTOWN SQUARE, PA 19073-4330	C Employer identification number 23-2593053 D Date incorporated 02/02/1990 E Total assets (see page 11) 48,126.
F Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Change in address (4) <input type="checkbox"/> Amended return		
G Enter number of shareholders in the corporation at end of the tax year 1		
Caution: Include only trade or business income and expenses on lines 1a through 21. See page 11 of the instructions for more information.		
Income	1a Gross receipts or sales 2 Cost of goods sold (Schedule A, line 8) 3 Gross profit. Subtract line 2 from line 1c 4 Net gain (loss) from Form 4797, Part II, line 18 (attach Form 4797) 5 Other income (loss) (attach schedule) 6 Total income (loss). Combine lines 3 through 5	1c 2 3 4 5 6
Deductions (see page 12 of the instructions for limitations)	7 Compensation of officers 8 Salaries and wages (less employment credits) 9 Repairs and maintenance 10 Bad debts 11 Rents 12 Taxes and licenses 13 Interest 14a Depreciation (if required, attach Form 4562) 14b Depreciation claimed on Schedule A and elsewhere on return 14c Subtract line 14b from line 14a 15 Depletion (Do not deduct oil and gas depletion.) 16 Advertising 17 Pension, profit-sharing, etc., plans 18 Employee benefit programs 19 Other deductions (attach schedule) 20 Total deductions. Add the amounts shown in the far right column for lines 7 through 19 21 Ordinary income (loss) from trade or business activities. Subtract line 20 from line 6	7 8 9 10 11 12 SEE STATEMENT 1 200. 13 14a 191. 14b 14c 191. 15 16 17 18 19 SEE STATEMENT 1 945. 20 1,336. 21 -1,336.
Tax and Payments	22a Tax: a Excess net passive income tax (attach schedule) 22b b Tax from Schedule D (Form 1120S) 22c c Add lines 22a and 22b (see page 15 of the instructions for additional taxes) 23a Payments: a 2000 estimated tax payments and amount applied from 1999 return 23b b Tax deposited with Form 7004 23c c Credit for Federal tax paid on fuels (attach Form 4136) 23d d Add lines 23a through 23c 24 Estimated tax penalty. Check if Form 2220 is attached 25 Tax due. If the total of lines 22c and 24 is larger than line 23d, enter amount owed. See page 4 of the instructions for depository method of payment 26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid 27 Enter amount of line 26 you want: Credited to 2001 estimated tax Refunded	22a 22b 22c 23a 23b 23c 23d 24 25 26 27
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	
	Signature of officer _____ Date _____ Title _____	
Paid Preparer's Use Only	Preparer's signature _____ Date _____ Firm's name (or yours if self-employed), address, and ZIP code RICHARD SHORIN, CPA 255 RIDINGS WAY AMBLER, PA 19002-5247	Check if self-employed <input checked="" type="checkbox"/> Preparer's SSN or PTIN P00185980 EIN _____ Phone no. 215-628-1991

For Paperwork Reduction Act Notice, see the separate instructions.

Form 1120S (2000)

Form 1120S (2000) **THE ELKIN GRO INC.**

23-2593053 Page 2

Schedule A Cost of Goods Sold (see page 16 of the instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	Total. Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost as described in Regulations section 1.471-3

(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4

(iii) ☐ Other (specify method used and attach explanation) _____

b Check if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c) ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ☐

d If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO

e Do the rules of section 263A (for property produced or acquired for resale) apply to the corporation? ☐ Yes ☐ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☐ No

If "Yes," attach explanation.

Schedule B Other Information

	Yes	No
1 Check method of accounting: (a) <input checked="" type="checkbox"/> Cash (b) <input type="checkbox"/> Accrual (c) <input type="checkbox"/> Other (specify) _____		
2 Refer to the list on pages 29 through 31 of the instructions and state the corporation's principal:		
(a) Business activity <u>COMMUNICATIONS</u> (b) Product or service <u>SERVICE</u>		
3 Did the corporation at the end of the tax year own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing: (a) name, address, and employer identification number and (b) percentage owned.		X
4 Was the corporation a member of a controlled group subject to the provisions of section 1561?		X
5 Check this box if the corporation has filed or is required to file Form 8264, Application for Registration of a Tax Shelter <input type="checkbox"/>		
6 Check this box if the corporation issued publicly offered debt instruments with original issue discount <input type="checkbox"/> If so, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
7 If the corporation: (a) filed its election to be an S corporation after 1986, (b) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation, and (c) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years (see page 17 of the instructions) \$ _____		
8 Check this box if the corporation had accumulated earnings and profits at the close of the tax year (see page 18 of the instructions) <input type="checkbox"/>		

Note: If the corporation had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc.

(a) Pro rata share items		(b) Total amount	
1	Ordinary income (loss) from trade or business activities (page 1, line 21)	1	-1,336.
2	Net income (loss) from rental real estate activities (attach Form 8825)	2	
3a	Gross income from other rental activities <input type="text" value="3a"/>		
b	Expenses from other rental activities (attach schedule) <input type="text" value="3b"/>		
c	Net income (loss) from other rental activities. Subtract line 3b from line 3a	3c	
4	Portfolio income (loss):		
a	Interest income	4a	
b	Ordinary dividends	4b	
c	Royalty income	4c	
d	Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	4d	
e	Net long-term capital gain (loss) (attach Schedule D (Form 1120S)):		
(1)	28% rate gain (loss) <input type="text" value="28% rate gain (loss)"/>	(2) Total for year	45,500.
f	Other portfolio income (loss) (attach schedule)	4f	
5	Net section 1231 gain (loss) (other than due to casualty or theft) (attach Form 4797)	5	
6	Other income (loss) (attach schedule)	6	

Form 1120S (2000) **THE ELKIN GRC INC.** 23-2593053 Page 3**Schedule K Shareholders' Shares of Income, Credits, Deductions, etc. (continued)**

	(a) Pro rata share items	(b) Total amount
Deductions	7 Charitable contributions (attach schedule)	7
	8 Section 179 expense deduction (attach Form 4562)	8
	9 Deductions related to portfolio income (loss) (itemize)	9
	10 Other deductions (attach schedule)	10
Investment Interest	11a Interest expense on investment debts	11a
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)
	(2) Investment expenses included on line 9 above	11b(2)
Credits	12a Credit for alcohol used as a fuel (attach Form 6478)	12a
	b Low-income housing credit:	
	(1) From partnerships to which section 42(j)(5) applies for property placed in service before 1990	12b(1)
	(2) Other than on line 12b(1) for property placed in service before 1990	12b(2)
	(3) From partnerships to which section 42(j)(5) applies for property placed in service after 1989	12b(3)
	(4) Other than on line 12b(3) for property placed in service after 1989	12b(4)
	c Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12c
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d
	e Credits related to other rental activities	12e
	13 Other credits	13
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a -160
	b Adjusted gain or loss	14b
	c Depletion (other than oil and gas)	14c
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)
	e Other adjustments and tax preference items (attach schedule)	14e
Foreign Taxes	15a Name of foreign country or U.S. possession ▶	15a
	b Gross income sourced at shareholder level	15b
	c Foreign gross income sourced at corporate level:	
	(1) Passive	15c(1)
	(2) Listed categories (attach schedule)	15c(2)
	(3) General limitation	15c(3)
	d Deductions allocated and apportioned at shareholder level:	
	(1) Interest expense	15d(1)
	(2) Other	15d(2)
	e Deductions allocated and apportioned at corporate level to foreign source income:	
(1) Passive	15e(1)	
(2) Listed categories (attach schedule)	15e(2)	
(3) General limitation	15e(3)	
f Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	15f	
g Reduction in taxes available for credit and gross income from all sources (attach schedule)	15g	
Other	16 Section 59(e)(2) expenditures: a Type ▶ b Amount ▶	16b
	17 Tax-exempt interest income	17
	18 Other tax-exempt income	18
	19 Nondeductible expenses	19
	20 Total property distributions (including cash) other than dividends reported on line 22 below	20
	21 Other items and amounts required to be reported separately to shareholders (attach schedule)	
	22 Total dividend distributions paid from accumulated earnings and profits	22
23 Income (loss). (Required only if Schedule M-1 must be completed.) Combine lines 1 through 6 in column (b). From the result, subtract the sum of lines 7 through 11a, 15f, and 16b	23 44,164.	

Form 1120S (2000)

Form 1120S (2000) **THE ELKIN GRO INC.** 23-2593053 Page 4

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		763.		1,343.
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. Government obligations				
5	Tax-exempt securities				
6	Other current assets (attach schedule)				
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach schedule)				
10 a	Buildings and other depreciable assets	3,853.		3,853.	
b	Less accumulated depreciation	3,662.	191.	3,853.	
11 a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
14	Other assets (attach schedule)		66,283.		46,783.
15	Total assets		67,237.		48,126.
Liabilities and Shareholders' Equity					
16	Accounts payable				
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (attach schedule)				
19	Loans from shareholders		42,830.		NONE
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (attach schedule)				
22	Capital stock		1,000.		1,000.
23	Additional paid-in capital		105,721.		85,276.
24	Retained earnings		-82,314.		-38,150.
25	Adjustments to shareholders' equity (attach schedule)				
26	Less cost of treasury stock		()		()
27	Total liabilities and shareholders' equity		67,237.		48,126.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return (You are not required to complete this schedule if the total assets on line 15, column (d), of Schedule L are less than \$25,000.)

1	Net income (loss) per books	44,164.	5	Income recorded on books this year not included on Schedule K, lines 1 through 6 (itemize):	
2	Income included on Schedule K, lines 1 through 6, not recorded on books this year (itemize):		a	Tax-exempt interest	
3	Expenses recorded on books this year not included on Schedule K, lines 1 through 11a, 15f, and 16b (itemize):		6	Deductions included on Schedule K, lines 1 through 11a, 15f, and 16b, not charged against book income this year (itemize):	
a	Depreciation		a	Depreciation	
b	Travel and entertainment				
4	Add lines 1 through 3	44,164.	7	Add lines 5 and 6	
			8	Income (loss) (Schedule K, line 23).	
				Line 4 less line 7	44,164.

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see page 27 of the instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1	Balance at beginning of tax year	-82,314.	
2	Ordinary income from page 1, line 21		
3	Other additions SEE. STATEMENT. 3.	45,500.	
4	Loss from page 1, line 21	(1,336.)	
5	Other reductions	()	
6	Combine lines 1 through 5	-38,150.	
7	Distributions other than dividend distributions		
8	Balance at end of tax year. Subtract line 7 from line 6	-38,150.	

**SCHEDULE D
(Form 1120S)****Capital Gains and Losses and Built-In Gains**

OMB No. 1545-0130

▶ Attach to Form 1120S.

2000Department of the Treasury
Internal Revenue Service

▶ See separate instructions.

Name

Employer identification number

THE ELKIN GROUP INC.

23-2593053

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example, 100 shares of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) ((d) minus (e))
1					
2	Short-term capital gain from installment sales from Form 6252, line 26 or 37				2
3	Short-term capital gain or (loss) from like-kind exchanges from Form 8824				3
4	Combine lines 1 through 3 in column (f)				4
5	Tax on short-term capital gain included on line 33 below				5 ()
6	Net short-term capital gain or (loss). Combine lines 4 and 5. Enter here and on Form 1120S, Schedule K, line 4d or 6				6

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 shares of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) ((d) minus (e))	(g) 28% rate gain or (loss) *(see instr. below)
7 SEE STATEMENT 4					45,500.	
8	Long-term capital gain from installment sales from Form 6252, line 26 or 37				8	
9	Long-term capital gain or (loss) from like-kind exchanges from Form 8824				9	
10	Capital gain distributions				10	
11	Combine lines 7 through 10 in column (f)				11	45,500.
12	Tax on long-term capital gain included on lines 25 and 33 below				12 () ()	
13	Combine lines 7 through 12 in column (g). Enter here and on Form 1120S, Schedule K, line 4e(1) or 6				13	
14	Net long-term capital gain or (loss). Combine lines 11 and 12 in column (f). Enter here and on Form 1120S, Schedule K, line 4e(2) or 6				14	45,500.

* 28% rate gain or (loss) includes all "collectibles gains and losses" (as defined in the instructions).

Part III Capital Gains Tax (See instructions before completing this part.)

15	Enter section 1231 gain from Form 4797, line 9	15	
16	Net long-term capital gain or (loss). Combine lines 11 and 15	16	
17	Net capital gain. Enter excess of net long-term capital gain (line 16) over net short-term capital loss (line 4)	17	
18	Statutory minimum	18	\$25,000
19	Subtract line 18 from line 17	19	
20	Enter 34% of line 19	20	
21	Taxable income (attach computation schedule)	21	
22	Enter tax on line 21 amount (attach computation schedule)	22	
23	Net capital gain from substituted basis property (attach computation schedule)	23	
24	Enter 35% of line 23	24	
25	Tax. Enter the smallest of line 20, 22, or 24 here and on Form 1120S, page 1, line 22b	25	

Part IV Built-In Gains Tax (See instructions before completing this part.)

26	Excess of recognized built-in gains over recognized built-in losses (attach computation schedule)	26
27	Taxable income (attach computation schedule)	27
28	Net recognized built-in gain. Enter smallest of line 26, line 27, or line 7 of Schedule B	28
29	Section 1374(b)(2) deduction	29
30	Subtract line 29 from line 28. If zero or less, enter -0- here and on line 33	30
31	Enter 35% of line 30	31
32	Business credit and minimum tax credit carryforwards under section 1374(b)(3) from C corporation years	32
33	Tax. Subtract line 32 from line 31 (if zero or less, enter -0-). Enter here and on Form 1120S, page 1, line 22b	33

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule D (Form 1120S) 2000

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property)

OMB No. 1545-0172

2000Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach this form to your return.

Attachment
Sequence No. **67**

Name(s) shown on return

Identifying number

THE ELKIN GROUP INC.**23-2593053**

Business or activity to which this form relates

GENERAL DEPRECIATION AND AMORTIZATION**Part I Election To Expense Certain Tangible Property (Section 179)***Note: If you have any "listed property," complete Part V before you complete Part I.*

1	Maximum dollar limitation. If an enterprise zone business, see page 2 of the instructions	1	
2	Total cost of section 179 property placed in service. See page 2 of the instructions	2	
3	Threshold cost of section 179 property before reduction in limitation	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see page 2 of the instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter amount from line 27	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from 1999. See page 3 of the instructions	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2001. Add lines 9 and 10, less line 12	13	

*Note: Do not use Part II or Part III below for listed property (automobiles, certain other vehicles, cellular telephones, certain computers, or property used for entertainment, recreation, or amusement). Instead, use Part V for listed property.***Part II MACRS Depreciation for Assets Placed in Service Only During Your 2000 Tax Year (Do not include listed property.)****Section A - General Asset Account Election**

- 14 If you are making the election under section 168(l)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check this box. See page 3 of the instructions ☐

Section B - General Depreciation System (GDS) (See page 3 of the instructions.)

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
15a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.)

16a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part III Other Depreciation (Do not include listed property.) (See page 5 of the instructions.)

17 GDS and ADS deductions for assets placed in service in tax years beginning before 2000	17	191.
18 Property subject to section 168(f)(1) election	18	
19 ACRS and other depreciation	19	

Part IV Summary (See page 6 of the instructions.)

20 Listed property. Enter amount from line 26	20	
21 Total. Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	21	191.
22 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	22	

JSA
For Paperwork Reduction Act Notice, see page 9 of the instructions.
OC2300 2.000Form **4562** (2000)

01/18/2001

23-2593053

9

USMD000403

2000 Depreciation

23-2593053

01/18/2001

11

2000 Alternative Minimum Tax Depreciation

K275 01/18/2001

THE ELKIN GROUP INC.

23-2593053

FORM 1120S, PAGE 1 DETAIL
=====LINE 12 - TAXES
-----TAXES AND LICENSES EXCLUDING INCOME TAXES

PA CAPITAL STOCK TAX

200.

TOTAL

200.
=====LINE 19 - OTHER DEDUCTIONS

PROFESSIONAL DUES

685.

ACCOUNTING SERVICES

250.

BANK CHARGES

10.

TOTAL

945.
=====

STATEMENT 1

THE ELKIN GROUP INC.

23-2593053

FORM 1120S, PAGE 4 DETAIL - SCH L
=====

	BEGINNING	ENDING
	-----	-----
LINE 1 - CASH		

CASH- CHECKING	763.	1,343.
	-----	-----
TOTAL	763.	1,343.
	=====	=====
 LINE 14 - OTHER ASSETS		

FCC 220 MHZ LICENSES	66,283.	46,783.
	-----	-----
TOTAL	66,283.	46,783.
	=====	=====
 LINE 19 - LOANS FROM SHAREHOLDERS		

SHAREHOLDER LOAN	42,830.	NONE
	-----	-----
TOTAL	42,830.	NONE
	=====	=====

STATEMENT 2

THE ELKIN GROUP INC.

23-2593053

FORM 1120S, PAGE 4 DETAIL

SCH M-2, LINE 3 - OTHER ADDITIONS - AAA

NET LONG-TERM CAPITAL GAIN

45,500.

TOTAL

45,500.

STATEMENT 3

THE ELKIN GROUP INC.

SCHEDULE D (FORM 1120S) DETAIL

LINE 7 - LONG-TERM CAPITAL GAINS AND LOSSES

PROPERTY	DATE ACQ	DATE SOLD	SALES PRICE	COST	GAIN/LOSS
BEA 31C 220 MHZ LICENSE	02/02/1999	03/31/2000	65,000.	19,500.	45,500
TOTAL					45,500

USMD000409

05PSLN 5.000

01/18/2001

17

STATEMENT 4

**SCHEDULE K-1
(Form 1120S)****Shareholder's Share of Income, Credits, Deductions, etc.**

OMB No. 1545-0130

2000Department of the Treasury
Internal Revenue Service

▶ See separate instructions.

For calendar year 2000 or tax year

beginning

, 2000, and ending

, 20

Shareholder's identifying number ▶ **043-50-6463**

Shareholder's name, address, and ZIP code

DAVID W. ELKIN
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330Corporation's identifying number ▶ **23-2593053**

Corporation's name, address, and ZIP code

THE ELKIN GROUP INC.
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ **100.000000 %**B Internal Revenue Service Center where corporation filed its return ▶ **PHILADELPHIA, PA 19255**

C Tax shelter registration number (see instructions for Schedule K-1) ▶

D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities	1 -1,336.	See pages 4 and 5 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2 Net income (loss) from rental real estate activities	2	
	3 Net income (loss) from other rental activities	3	
	4 Portfolio income (loss):		
	a Interest	4a	Sch. B, Part I, line 1
	b Ordinary dividends	4b	Sch. B, Part II, line 5
	c Royalties	4c	Sch. E, Part I, line 4
	d Net short-term capital gain (loss)	4d	Sch. D, line 5, col. (f)
	e Net long-term capital gain (loss):		
	(1) 28% rate gain (loss)	4e(1)	Sch. D, line 12, col. (g)
(2) Total for year	4e(2) 45,500.	Sch. D, line 12, col. (f)	
f Other portfolio income (loss) (attach schedule)	4f	(Enter on applicable line of your return.)	
5 Net section 1231 gain (loss) (other than due to casualty or theft)	5	See Shareholder's Instructions for Schedule K-1 (Form 1120S).	
6 Other income (loss) (attach schedule)	6	(Enter on applicable line of your return.)	
Deductions	7 Charitable contributions (attach schedule)	7	Sch. A, line 15 or 16
	8 Section 179 expense deduction	8	See page 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9 Deductions related to portfolio income (loss) (attach schedule)	9	
	10 Other deductions (attach schedule)	10	
Investment Interest	11a Interest expense on investment debts	11a	Form 4952, line 1
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
(2) Investment expenses included on line 9 above	11b(2)		
Credits	12a Credit for alcohol used as fuel	12a	Form 6478, line 10
	b Low-income housing credit:		Form 8586, line 5
	(1) From section 42(j)(5) partnerships for property placed in service before 1990	12b(1)	
	(2) Other than on line 12b(1) for property placed in service before 1990	12b(2)	
	(3) From section 42(j)(5) partnerships for property placed in service after 1989	12b(3)	
	(4) Other than on line 12b(3) for property placed in service after 1989	12b(4)	
	c Qualified rehabilitation expenditures related to rental real estate activities	12c	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
	e Credits related to other rental activities	12e	
	13 Other credits	13	

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2000

Schedule K-1 (Form 1120S) (2000)

SHAREHOLDER#01 DAVID W. ELKIN

Page 2

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a -160.	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b Adjusted gain or loss	14b	
	c Depletion (other than oil and gas)	14c	
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)	
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e Other adjustments and tax preference items (attach schedule)	14e	
Foreign Taxes	15a Name of foreign country or U.S. possession		Form 1116, Part I
	b Gross income sourced at shareholder level	15b	
	c Foreign gross income sourced at corporate level:		
	(1) Passive	15c(1)	
	(2) Listed categories (attach schedule)	15c(2)	
	(3) General limitation	15c(3)	
	d Deductions allocated and apportioned at shareholder level:		
	(1) Interest expense	15d(1)	
	(2) Other	15d(2)	
	e Deductions allocated and apportioned at corporate level to foreign source income:		
	(1) Passive	15e(1)	
	(2) Listed categories (attach schedule)	15e(2)	
(3) General limitation	15e(3)		
	f Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	15f	Form 1116, Part II
	g Reduction in taxes available for credit and gross income from all sources (attach schedule)	15g	See Instructions for Form 1116
Other	16 Section 59(e)(2) expenditures: a Type		See Shareholder's Instructions for Schedule K-1 (Form 1120S)
	b Amount	16b	
	17 Tax-exempt interest income	17	Form 1040, line 8b
	18 Other tax-exempt income	18	
	19 Nondeductible expenses	19	See pages 7 and 8 of the Shareholder's Instructions for Schedule K-1 (Form 1120S)
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20	
	21 Amount of loan repayments for "Loans From Shareholders"	21	
	22 Recapture of low-income housing credit:		Form 8611, line 8
a From section 42(j)(5) partnerships	22a		
b Other than on line 22a	22b		
Supplemental Information	23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):		

JSA

Schedule K-1 (Form 1120S) 2000

0C1610 2.000

01/18/2001

USMD000411

23-2593053

20

EXHIBIT T

Form 1120S		U.S. Income Tax Return for an S Corporation ▶ Do not file this form unless the corporation has timely filed Form 2553 to elect to be an S corporation. ▶ See separate instructions.		OMB No. 1545-0130 <div style="font-size: 2em; font-weight: bold;">2001</div>																																																																																																																																																																																																																																																									
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For calendar year 2001, or tax year beginning _____, 2001, and ending _____																																																																																																																																																																																																																																																													
A Effective date of election as an S corporation B Business code no. (see pages 20-31)		Name THE ELKIN GROUP INC. Number, street, and room or suite no. (If a P.O. box, see page 11 of the instructions.) 805 BRYN MAWR AVE City or town, state, and ZIP code 513000 NEWTOWN SQUARE, PA 19073-4330		C Employer identification number 23-2593053 D Date incorporated 02/02/1990 E Total assets (see page 11) 30,177.																																																																																																																																																																																																																																																									
F Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return																																																																																																																																																																																																																																																													
G Enter number of shareholders in the corporation at end of the tax year 1																																																																																																																																																																																																																																																													
Caution: Include only trade or business income and expenses on lines 1a through 21. See page 11 of the instructions for more information.																																																																																																																																																																																																																																																													
<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td rowspan="6" style="width:5%; text-align: center; vertical-align: middle;">Income</td> <td style="width:10%;">1 a</td> <td style="width:45%;">Gross receipts or sales</td> <td style="width:10%;">b</td> <td style="width:10%;">Less returns and allowances</td> <td style="width:10%;">c</td> <td style="width:10%;">Bal</td> <td style="width:5%; text-align: center;">1c</td> </tr> <tr> <td>2</td> <td colspan="5">Cost of goods sold (Schedule A, line 8)</td> <td style="text-align: center;">2</td> </tr> <tr> <td>3</td> <td colspan="5">Gross profit. Subtract line 2 from line 1c</td> <td style="text-align: center;">3</td> </tr> <tr> <td>4</td> <td colspan="5">Net gain (loss) from Form 4797, Part II, line 18 (attach Form 4797)</td> <td style="text-align: center;">4</td> </tr> <tr> <td>5</td> <td colspan="5">Other income (loss) (attach schedule)</td> <td style="text-align: center;">5</td> </tr> <tr> <td>6</td> <td colspan="5">Total income (loss). Combine lines 3 through 5</td> <td style="text-align: center;">6</td> </tr> <tr> <td rowspan="15" style="width:5%; text-align: center; vertical-align: middle;">Deductions <small>(see page 12 of the instructions for limitations)</small></td> <td>7</td> <td colspan="5">Compensation of officers</td> <td style="text-align: center;">7</td> </tr> <tr> <td>8</td> <td colspan="5">Salaries and wages (less employment credits)</td> <td style="text-align: center;">8</td> </tr> <tr> <td>9</td> <td colspan="5">Repairs and maintenance</td> <td style="text-align: center;">9</td> </tr> <tr> <td>10</td> <td colspan="5">Bad debts</td> <td style="text-align: center;">10</td> </tr> <tr> <td>11</td> <td colspan="5">Rents</td> <td style="text-align: center;">11</td> </tr> <tr> <td>12</td> <td colspan="5">Taxes and licenses</td> <td style="text-align: center;">12</td> </tr> <tr> <td>13</td> <td colspan="5">Interest</td> <td style="text-align: center;">13</td> </tr> <tr> <td>14 a</td> <td colspan="3">Depreciation (if required, attach Form 4562)</td> <td style="width:10%;">14a</td> <td></td> <td></td> </tr> <tr> <td>b</td> <td colspan="3">Depreciation claimed on Schedule A and elsewhere on return</td> <td>14b</td> <td></td> <td></td> </tr> <tr> <td>c</td> <td colspan="3">Subtract line 14b from line 14a</td> <td></td> <td>14c</td> <td></td> </tr> <tr> <td>15</td> <td colspan="5">Depletion (Do not deduct oil and gas depletion.)</td> <td style="text-align: center;">15</td> </tr> <tr> <td>16</td> <td colspan="5">Advertising</td> <td style="text-align: center;">16</td> </tr> <tr> <td>17</td> <td colspan="5">Pension, profit-sharing, etc., plans</td> <td style="text-align: center;">17</td> </tr> <tr> <td>18</td> <td colspan="5">Employee benefit programs</td> <td style="text-align: center;">18</td> </tr> <tr> <td>19</td> <td colspan="5">Other deductions (attach schedule) SEE STATEMENT 1</td> <td style="text-align: center;">19</td> <td style="text-align: right;">5,422.</td> </tr> <tr> <td>20</td> <td colspan="5">Total deductions. Add the amounts shown in the far right column for lines 7 through 19</td> <td style="text-align: center;">20</td> <td style="text-align: right;">5,422.</td> </tr> <tr> <td rowspan="10" style="width:5%; text-align: center; vertical-align: middle;">Tax and Payments</td> <td>21</td> <td colspan="5">Ordinary income (loss) from trade or business activities. Subtract line 20 from line 6</td> <td style="text-align: center;">21</td> <td style="text-align: right;">-5,422.</td> </tr> <tr> <td>22 a</td> <td colspan="3">Tax: a Excess net passive income tax (attach schedule)</td> <td>22a</td> <td></td> <td></td> </tr> <tr> <td>b</td> <td colspan="3">Tax from Schedule D (Form 1120S)</td> <td>22b</td> <td></td> <td></td> </tr> <tr> <td>c</td> <td colspan="3">Add lines 22a and 22b (see page 16 of the instructions for additional taxes)</td> <td></td> <td>22c</td> <td></td> </tr> <tr> <td>23 a</td> <td colspan="3">Payments: a 2001 estimated tax payments and amount applied from 2000 return</td> <td>23a</td> <td></td> <td></td> </tr> <tr> <td>b</td> <td colspan="3">Tax deposited with Form 7004</td> <td>23b</td> <td></td> <td></td> </tr> <tr> <td>c</td> <td colspan="3">Credit for Federal tax paid on fuels (attach Form 4136)</td> <td>23c</td> <td></td> <td></td> </tr> <tr> <td>d</td> <td colspan="3">Add lines 23a through 23c</td> <td></td> <td>23d</td> <td></td> </tr> <tr> <td>24</td> <td colspan="5">Estimated tax penalty. Check if Form 2220 is attached <input type="checkbox"/></td> <td style="text-align: center;">24</td> <td></td> </tr> <tr> <td>25</td> <td colspan="5">Tax due. If the total of lines 22c and 24 is larger than line 23d, enter amount owed. See page 4 of the instructions for depository method of payment</td> <td style="text-align: center;">25</td> <td></td> </tr> <tr> <td>26</td> <td colspan="5">Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid</td> <td style="text-align: center;">26</td> <td></td> </tr> <tr> <td>27</td> <td colspan="5">Enter amount of line 26 you want: Credited to 2002 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/></td> <td style="text-align: center;">27</td> <td></td> </tr> </table>						Income	1 a	Gross receipts or sales	b	Less returns and allowances	c	Bal	1c	2	Cost of goods sold (Schedule A, line 8)					2	3	Gross profit. Subtract line 2 from line 1c					3	4	Net gain (loss) from Form 4797, Part II, line 18 (attach Form 4797)					4	5	Other income (loss) (attach schedule)					5	6	Total income (loss). Combine lines 3 through 5					6	Deductions <small>(see page 12 of the instructions for limitations)</small>	7	Compensation of officers					7	8	Salaries and wages (less employment credits)					8	9	Repairs and maintenance					9	10	Bad debts					10	11	Rents					11	12	Taxes and licenses					12	13	Interest					13	14 a	Depreciation (if required, attach Form 4562)			14a			b	Depreciation claimed on Schedule A and elsewhere on return			14b			c	Subtract line 14b from line 14a				14c		15	Depletion (Do not deduct oil and gas depletion.)					15	16	Advertising					16	17	Pension, profit-sharing, etc., plans					17	18	Employee benefit programs					18	19	Other deductions (attach schedule) SEE STATEMENT 1					19	5,422.	20	Total deductions. Add the amounts shown in the far right column for lines 7 through 19					20	5,422.	Tax and Payments	21	Ordinary income (loss) from trade or business activities. Subtract line 20 from line 6					21	-5,422.	22 a	Tax: a Excess net passive income tax (attach schedule)			22a			b	Tax from Schedule D (Form 1120S)			22b			c	Add lines 22a and 22b (see page 16 of the instructions for additional taxes)				22c		23 a	Payments: a 2001 estimated tax payments and amount applied from 2000 return			23a			b	Tax deposited with Form 7004			23b			c	Credit for Federal tax paid on fuels (attach Form 4136)			23c			d	Add lines 23a through 23c				23d		24	Estimated tax penalty. Check if Form 2220 is attached <input type="checkbox"/>					24		25	Tax due. If the total of lines 22c and 24 is larger than line 23d, enter amount owed. See page 4 of the instructions for depository method of payment					25		26	Overpayment. 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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.																																																																																																																																																																																																																																																													
Sign Here Signature of officer _____ Date _____ Title _____		May the IRS discuss this return with the preparer shown below (see page 3)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No																																																																																																																																																																																																																																																											
Paid Preparer's Use Only Preparer's signature _____ Firm's name (or yours if self-employed), address, and ZIP code RICHARD SHORIN, CPA 255 RIDINGS WAY AMBLER, PA 19002-5247		Date _____ Check if self-employed <input checked="" type="checkbox"/>		Preparer's SSN or PTIN P00185980 EIN _____ Phone no. 215-628-1991																																																																																																																																																																																																																																																									

Form 1120S (2001) **THE ELKIN GROUP INC.**

23-2593053 Page 2

Cost of Goods Sold (see page 16 of the instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	Total. Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	

9a Check all methods used for valuing closing inventory:

- (i) ☐ Cost as described in Regulations section 1.471-3
(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4
(iii) ☐ Other (specify method used and attach explanation) _____

b Check if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c) ☐**c** Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ☐**d** If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO **9d** _____**e** Do the rules of section 263A (for property produced or acquired for resale) apply to the corporation? ☐ Yes ☐ No**f** Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☐ No

If "Yes," attach explanation.

Other Information

	Yes	No
1 Check method of accounting: (a) <input checked="" type="checkbox"/> Cash (b) <input type="checkbox"/> Accrual (c) <input type="checkbox"/> Other (specify) _____		
2 Refer to the list on pages 29 through 31 of the instructions and state the corporation's principal: (a) Business activity COMMUNICATIONS (b) Product or service SERVICE		
3 Did the corporation at the end of the tax year own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing: (a) name, address, and employer identification number and (b) percentage owned.		<input checked="" type="checkbox"/>
4 Was the corporation a member of a controlled group subject to the provisions of section 1561?		<input checked="" type="checkbox"/>
5 Check this box if the corporation has filed or is required to file Form 8264, Application for Registration of a Tax Shelter <input type="checkbox"/>		
6 Check this box if the corporation issued publicly offered debt instruments with original issue discount <input type="checkbox"/> If so, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
7 If the corporation: (a) filed its election to be an S corporation after 1986, (b) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation, and (c) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years (see page 17 of the instructions) \$ _____		
8 Check this box if the corporation had accumulated earnings and profits at the close of the tax year (see page 17 of the instructions) <input type="checkbox"/>		

Note: If the corporation had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

Shareholders' Shares of Income, Credits, Deductions, etc.

	(a) Pro rata share items	(b) Total amount
1	Ordinary Income (loss) from trade or business activities (page 1, line 21)	1 -5,422.
2	Net income (loss) from rental real estate activities (attach Form 8825)	2
3a	Gross income from other rental activities	3a
3b	Expenses from other rental activities (attach schedule)	3b
3c	Net income (loss) from other rental activities. Subtract line 3b from line 3a	3c
4	Portfolio income (loss):	
a	Interest income	4a
b	Ordinary dividends	4b
c	Royalty income	4c
d	Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	4d
e	(1) Net long-term capital gain (loss) (attach Schedule D (Form 1120S)): (2) 28% rate gain (loss) (3) Qualified 5-year gain	4e(1) 106,748.
f	Other portfolio income (loss) (attach schedule)	4f
5	Net section 1231 gain (loss) (other than due to casualty or theft) (attach Form 4797)	5
6	Other income (loss) (attach schedule)	6

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23-2593053

Form 1120S (2001)

9

USMD000413

Form 1120S (2001) THE ELKIN GROUP INC.		23-2593053 Page 3	
Shareholders' Share of Income, Credits, Deductions, etc. (continued)			
	(a) Pro rata share items	(b) Total amount	
Deductions	7 Charitable contributions (attach schedule)	7	
	8 Section 179 expense deduction (attach Form 4562)	8	
	9 Deductions related to portfolio income (loss) (itemize)	9	
	10 Other deductions (attach schedule)	10	
Investment Interest	11a Interest expense on investment debts	11a	
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)	
	(2) Investment expenses included on line 9 above	11b(2)	
Credits	12a Credit for alcohol used as a fuel (attach Form 6478)	12a	
	b Low-income housing credit:		
	(1) From partnerships to which section 42(j)(5) applies	12b(1)	
	(2) Other than on line 12b(1)	12b(2)	
	c Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12c	
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
	e Credits related to other rental activities	12e	
13 Other credits	13		
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a	-121.
	b Adjusted gain or loss	14b	
	c Depletion (other than oil and gas)	14c	
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)	
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e Other adjustments and tax preference items (attach schedule)	14e	
Foreign Taxes	15a Name of foreign country or U.S. possession		
	b Gross income from all sources	15b	
	c Gross income sourced at shareholder level	15c	
	d Foreign gross income sourced at corporate level:		
	(1) Passive	15d(1)	
	(2) Listed categories (attach schedule)	15d(2)	
	(3) General limitation	15d(3)	
	e Deductions allocated and apportioned at shareholder level:		
	(1) Interest expense	15e(1)	
	(2) Other	15e(2)	
	f Deductions allocated and apportioned at corporate level to foreign source income:		
	(1) Passive	15f(1)	
(2) Listed categories (attach schedule)	15f(2)		
(3) General limitation	15f(3)		
g Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	15g		
h Reduction in taxes available for credit (attach schedule)	15h		
Other	16 Section 59(e)(2) expenditures: a Type b Amount	16b	
	17 Tax-exempt interest income	17	
	18 Other tax-exempt income	18	
	19 Nondeductible expenses	19	
	20 Total property distributions (including cash) other than dividends reported on line 22 below	20	
	21 Other items and amounts required to be reported separately to shareholders (attach schedule)		
	22 Total dividend distributions paid from accumulated earnings and profits	22	
23 Income (loss). (Required only if Schedule M-1 must be completed.) Combine lines 1 through 6 in column (b). From the result, subtract the sum of lines 7 through 11a, 15g, and 16b.	23	101,326.	

Form 1120S (2001)

Form 1120S (2001)

THE ELKIN GROUP INC.

23-2593053

Page 4

Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets	(a)	(b)	(c)	(d)	
1 Cash	STMT 2	1,343.		4,166.	
2 a Trade notes and accounts receivable					
b Less allowance for bad debts					
3 Inventories					
4 U.S. Government obligations					
5 Tax-exempt securities					
6 Other current assets (attach schedule)					
7 Loans to shareholders					
8 Mortgage and real estate loans					
9 Other investments (attach schedule)					
10 a Buildings and other depreciable assets	3,853.		3,853.		
b Less accumulated depreciation	3,853.		3,853.		
11 a Depletable assets					
b Less accumulated depletion					
12 Land (net of any amortization)					
13 a Intangible assets (amortizable only)	46,783.		30,013.		
b Less accumulated amortization		46,783.	4,002.	26,011.	
14 Other assets (attach schedule)					
15 Total assets		48,126.		30,177.	
Liabilities and Shareholders' Equity					
16 Accounts payable					
17 Mortgages, notes, bonds payable in less than 1 year					
18 Other current liabilities (attach schedule)					
19 Loans from shareholders					
20 Mortgages, notes, bonds payable in 1 year or more					
21 Other liabilities (attach schedule)					
22 Capital stock		1,000.		1,000.	
23 Additional paid-in capital		85,276.		-33,999.	
24 Retained earnings		-38,150.		63,176.	
25 Adjustments to shareholders' equity (attach schedule)					
26 Less cost of treasury stock		()		()	
27 Total liabilities and shareholders' equity		48,126.		30,177.	

Reconciliation of Income (Loss) per Books With Income (Loss) per Return (You are not required to complete this schedule if the total assets on line 15, column (d), of Schedule L are less than \$25,000.)

1 Net income (loss) per books	101,326.	5 Income recorded on books this year not included on Schedule K, lines 1 through 6 (itemize):	
2 Income included on Schedule K, lines 1 through 8, not recorded on books this year (itemize):		a Tax-exempt interest	
3 Expenses recorded on books this year not included on Schedule K, lines 1 through 11a, 15g, and 16b (itemize):		6 Deductions included on Schedule K, lines 1 through 11a, 15g, and 16b, not charged against book income this year (itemize):	
a Depreciation		a Depreciation	
b Travel and entertainment		7 Add lines 5 and 6	
4 Add lines 1 through 3	101,326.	8 Income (loss) (Schedule K, line 23). Line 4 less line 7	101,326.

Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see page 27 of the instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1 Balance at beginning of tax year	-38,150.		
2 Ordinary income from page 1, line 21			
3 Other additions SEE STATEMENT 3.	106,748.		
4 Loss from page 1, line 21	(5,422)		
5 Other reductions	()		
6 Combine lines 1 through 5	63,176.		
7 Distributions other than dividend distributions			
8 Balance at end of tax year. Subtract line 7 from line 6	63,176.		

TC1440 3.000

JSA

01/29/2002

23-2593053

Form 1120S (2001)

USMD000415

**SCHEDULE D
(Form 1120S)**Department of the Treasury
Internal Revenue Service
Name**Capital Gains and Losses and Built-In Gains**

▶ Attach to Form 1120S.

▶ See separate instructions.

OMB No. 1545-0130

2001

Employer identification number

23-2593053**THE ELKIN GROUP INC.****Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example, 100 shares of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) ((d) minus (e))
1					
2					
3					
4					
5					
6					

2 Short-term capital gain from installment sales from Form 6252, line 26 or 37 **2**

3 Short-term capital gain or (loss) from like-kind exchanges from Form 8824 **3**

4 Combine lines 1 through 3 in column (f) **4**

5 Tax on short-term capital gain included on line 33 below **5** ()

6 **Net short-term capital gain or (loss).** Combine lines 4 and 5. Enter here and on Form 1120S, Schedule K, line 4d or 6 **6**

Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 shares of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) ((d) minus (e))	(g) 28% rate gain or (loss) *(see instr. below)
7 SEE STATEMENT 4					106,748.	
8						
9						
10						
11					106,748.	
12					()	()
13						
14					106,748.	

8 Long-term capital gain from installment sales from Form 6252, line 26 or 37 **8**

9 Long-term capital gain or (loss) from like-kind exchanges from Form 8824 **9**

10 Capital gain distributions **10**

11 Combine lines 7 through 10 in column (f) **11**

12 Tax on long-term capital gain included on lines 25 and 33 below **12** () ()

13 Combine lines 7 through 12 in column (g). Enter here and on Form 1120S, Schedule K, line 4e(2) or 6 **13**

14 **Net long-term capital gain or (loss).** Combine lines 11 and 12 in column (f). Enter here and on Form 1120S, Schedule K, line 4e(1) or 6 **14**

* 28% rate gain or (loss) includes all "collectibles gains and losses" (as defined in the instructions).

Capital Gains Tax (See instructions before completing this part.)

15 Enter section 1231 gain from Form 4797, line 9	15	
16 Net long-term capital gain or (loss). Combine lines 11 and 15	16	
<i>Note: If the corporation is liable for the excess net passive income tax (Form 1120S, page 1, line 22a) or the built-in gains tax (Part IV below), see the line 17 instructions before completing line 17.</i>		
17 Net capital gain. Enter excess of net long-term capital gain (line 16) over net short-term capital loss (line 4)	17	
18 Statutory minimum	18	\$25,000
19 Subtract line 18 from line 17	19	
20 Enter 34% of line 19	20	
21 Taxable income (attach computation schedule)	21	
22 Enter tax on line 21 amount (attach computation schedule)	22	
23 Net capital gain from substituted basis property (attach computation schedule)	23	
24 Enter 35% of line 23	24	
25 Tax. Enter the smallest of line 20, 22, or 24 here and on Form 1120S, page 1, line 22b	25	

Built-In Gains Tax (See instructions before completing this part.)

26 Excess of recognized built-in gains over recognized built-in losses (attach computation schedule)	26	
27 Taxable income (attach computation schedule)	27	
28 Net recognized built-in gain. Enter smallest of line 26, line 27, or line 7 of Schedule B	28	
29 Section 1374(b)(2) deduction	29	
30 Subtract line 29 from line 28. If zero or less, enter -0- here and on line 33	30	
31 Enter 35% of line 30	31	
32 Business credit and minimum tax credit carryforwards under section 1374(b)(3) from C corporation years	32	
33 Tax. Subtract line 32 from line 31 (if zero or less, enter -0-). Enter here and on Form 1120S, page 1, line 22b	33	

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule D (Form 1120S) 2001

JSA
1C1810 3.000

01/29/2002

23-2593053

12

USMD000416

2001 Depreciation

[illegible]

*Assets Retired

C9027 1.000

01/29/2002

23-2593053

15

2001 Amortization

[illegible]

* Assets Retired

JSA

1C9026 1.000

K275 01/29/2002

23-2593053

16

2001 Alternative Minimum Tax Depreciation

[illegible]

THE ELKIN GROUP INC.

23-2593053

FORM 1120S, PAGE 1 DETAIL

LINE 19 - OTHER DEDUCTIONS

AMORTIZATION	4,002.
PROFESSIONAL DUES	515.
ACCOUNTING SERVICES	360.
BANK CHARGES	50.
TELEPHONE	495.

TOTAL	5,422.
-------	--------

STATEMENT 1

01/29/2002

23-2593053

18

USMD000420

THE ELKIN GROUP INC.

23-2593053

FORM 1120S, PAGE 4 DETAIL

SCH M-2, LINE 3 - OTHER ADDITIONS - AAA

NET LONG-TERM CAPITAL GAIN

106,748.

TOTAL

106,748.

STATEMENT 3

01/29/2002

23-2593053

20

USMD000421

THE ELKIN GROUP INC.

SCHEDULE D (FORM 1120S) DETAIL

LINE 7 - LONG-TERM CAPITAL GAINS AND LOSSES

PROPERTY	DATE ACQ	DATE SOLD	SALES PRICE	COST	GAIN/LOSS
PHASE II 220 MHZ LICENSES	02/05/1999	08/09/2001	131,000.	24,252.	106,748.
TOTAL					106,748.

01/29/2002

STATEMENT 4

USMD000422

SCHEDULE K-1
(Form 1120S)**Shareholder's Share of Income, Credits, Deductions, etc.**

OMB No. 1545-0130

▶ See separate instructions.

2001Department of the Treasury
Internal Revenue Service

beginning

For calendar year 2001 or tax year

, 2001, and ending

, 20

Shareholder's identifying number ▶ **043-50-6463**Corporation's identifying number ▶ **23-2593053**

Shareholder's name, address, and ZIP code

Corporation's name, address, and ZIP code

DAVID W. ELKIN
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330

THE ELKIN GROUP INC.
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330

- A** Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ **100.000000 %**
- B** Internal Revenue Service Center where corporation filed its return ▶ **CINCINNATI, OH 45999**
- C** Tax shelter registration number (see instructions for Schedule K-1) ▶
- D** Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities	1 -5,422.	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2 Net income (loss) from rental real estate activities	2	
	3 Net income (loss) from other rental activities	3	
	4 Portfolio income (loss):		
	a Interest	4a	Sch. B, Part I, line 1
	b Ordinary dividends	4b	Sch. B, Part II, line 5
	c Royalties	4c	Sch. E, Part I, line 4
	d Net short-term capital gain (loss)	4d	Sch. D, line 5, col. (f)
	e (1) Net long-term capital gain (loss)	4e(1) 106,748.	Sch. D, line 12, col. (f)
	(2) 28% rate gain (loss)	4e(2)	Sch. D, line 12, col. (g)
(3) Qualified 5-year gain	4e(3)	Line 4 of worksheet for Sch. D, line 29	
f Other portfolio income (loss) (attach schedule)	4f	(Enter on applicable line of your return.)	
5 Net section 1231 gain (loss) (other than due to casualty or theft)	5	See Shareholder's Instructions for Schedule K-1 (Form 1120S).	
6 Other income (loss) (attach schedule)	6	(Enter on applicable line of your return.)	
Deductions	7 Charitable contributions (attach schedule)	7	Sch. A, line 15 or 16
	8 Section 179 expense deduction	8	See page 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9 Deductions related to portfolio income (loss) (attach schedule)	9	
	10 Other deductions (attach schedule)	10	
Investment Interest	11a Interest expense on investment debts	11a	Form 4952, line 1
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
(2) Investment expenses included on line 9 above	11b(2)		
Credits	12a Credit for alcohol used as fuel	12a	Form 6478, line 10
	b Low-income housing credit:		Form 8586, line 5
	(1) From section 42(j)(5) partnerships	12b(1)	
	(2) Other than on line 12b(1)	12b(1)	
	c Qualified rehabilitation expenditures related to rental real estate activities	12c	See pages 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
	e Credits related to other rental activities	12e	
	13 Other credits	13	

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2001

Schedule K-1 (Form 1120S) (2001)

SHAREHOLDER#01 DAVID W. ELKIN

Page 2

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a -121.	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b Adjusted gain or loss	14b	
	c Depletion (other than oil and gas)	14c	
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)	
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e Other adjustments and tax preference items (attach schedule)	14e	
Foreign Taxes	15a Name of foreign country or U.S. possession		Form 1116, Part I
	b Gross income from all sources	15b	
	c Gross income sourced at shareholder level	15c	
	d Foreign gross income sourced at corporate level:		
	(1) Passive	15d(1)	
	(2) Listed categories (attach schedule)	15d(2)	
	(3) General limitation	15d(3)	
	e Deductions allocated and apportioned at shareholder level:		
	(1) Interest expense	15e(1)	
	(2) Other	15e(2)	
	f Deductions allocated and apportioned at corporate level to foreign source income:		
	(1) Passive	15f(1)	
(2) Listed categories (attach schedule)	15f(2)		
(3) General limitation	15f(3)		
g Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	15g	Form 1116, Part II See Instructions for Form 1116	
h Reduction in taxes available for credit (attach schedule)	15h		
Other	16 Section 59(e)(2) expenditures: a Type		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b Amount	16b	
	17 Tax-exempt interest income	17	Form 1040, line 8b
	18 Other tax-exempt income	18	
	19 Nondeductible expenses	19	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20	
	21 Amount of loan repayments for "Loans From Shareholders"	21	
	22 Recapture of low-income housing credit:		Form 8811, line 8
a From section 42(j)(5) partnerships	22a		
b Other than on line 22a	22b		
Supplemental Information	23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):		

JSA
1C1810 3.000

Schedule K-1 (Form 1120S) 2001

01/29/2002

23-2593053

24

USMD000424

EXHIBIT U

WINSTON & STRAWN

35 WEST WACKER DRIVE
CHICAGO, ILLINOIS 60601-9703

43 RUE DU RHONE
1204 GENEVA, SWITZERLAND

38TH FLOOR
333 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-1543

200 PARK AVENUE
NEW YORK, NEW YORK 10166-4193

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75116 PARIS, FRANCE

1400 L STREET, N.W.
WASHINGTON, D.C. 20005-3502

VINCENT A. SAMA
(212) 294-4695
vsama@winston.com

October 2, 2002

Mr. David W. Elkin
President
US MobilComm, Inc.
805 Bryn Mawr Avenue
Newton Square, PA 19073-4330

**Re: Re: Potential Sales or Other Dispositions of US MobilComm, Inc.
Assets and/or Stock**

Dear Mr. Elkin:

At the request of Jeffrey Norman and other minority stockholders of US MobilComm, Inc., I am writing to inquire about the sale or other disposition of any assets or stock of US MobilComm, Inc. over the past three (3) years, and the distribution or use of any proceeds of any such sales or dispositions. Mr. Norman and the stockholders would like to receive documents and information about all such sales and dispositions and the distribution and/or use of any and all of such proceeds.

I understand that you have confirmed to Mr. Norman that at least one sale of assets has taken place. Despite Mr. Norman's requests, however, he has never received any information confirming the terms of such sale and the distribution and/or use of those sale proceeds.

Under these circumstances, Mr. Norman, on behalf of himself and the other minority stockholders, hereby requests, pursuant to, inter alia, Section 220 of the Delaware General Corporation Law, an inspection of US MobilComm, Inc.'s books and records, including, but not limited to, any and all documents relating to any sale or other disposition of assets or stock of US MobilComm, Inc., and the use and/or distribution of the proceeds of any such sale or other disposition. A copy of Mr. Norman's demand for such inspection under oath is attached hereto.

PLTF1373

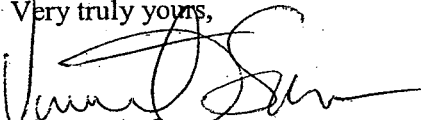
WINSTON & STRAWN

Mr. David W. Elkin
October 2, 2002
Page 2

Please call me promptly so that we can arrange an inspection of the relevant document and materials, or for you to provide all such documents and information to Mr. Norman and the other minority stockholders.

Thank you in advance for your anticipated cooperation.

Very truly yours,



Vincent A. Sama

VAS:imf

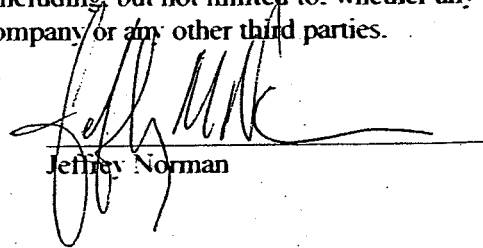
cc: Jeffrey Norman

NY:716983.1

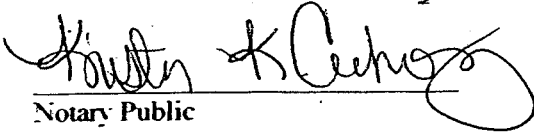
PLTF1374

**STOCKHOLDER DEMAND UNDER OATH
PURSUANT TO SECTION 220 OF THE
DELAWARE GENERAL CORPORATION LAW**

JEFFREY NORMAN, being duly sworn, hereby demands under oath, the opportunity to inspect all of the books and records of US MobilComm, Inc. (the "Company"), including its stock ledger and list of stockholders, for the purpose of ascertaining whether or not the Company has sold or otherwise disposed of any of its assets or stock over the past three (3) years, and, if it has, how the proceeds of any such sale or disposition were used, including, but not limited to, whether any such proceeds were distributed to stockholders of the Company or any other third parties.


Jeffrey Norman

Sworn to me at New Canaan, Ct
this 30 day of September, 2002


Notary Public

My Commission Expires
Aug 31, 2003

NY-716990.1

PLTF1375

EXHIBIT V

US MOBILCOMM, INC.

805 Bryn Mawr Avenue
Newtown Square, PA 19073

December 3, 2002

Vincent A. Sama, Esq.
Winston & Strawn
200 Park Avenue
New York, NY 10166-4193

Dear Mr. Sama,

Per your request of October 2, 2002, over past 3 years US MobilComm, Inc. has sold the 220 Mhz licenses it owned in Florida, Boston and Chicago, together with related equipment. Attached are copies of the purchase and sale agreements for the sales.

The net proceeds of such sales were distributed as follows:

Sales Price of Boston Systems:	\$349,000
Sales Price of Florida Systems:	\$130,708
Total Net Proceeds	\$479,708


Use of Proceeds:

Repayment of Equipment Loans -	\$31,996
Payment of Legal Fees -	\$31,124
Payments to Original Licensees	\$36,000
Repayment of Shareholder Loans -	\$380,588

Please be advised that in the cases of both of the above transactions USM entered into strict confidentiality agreements that bound USM and anyone receiving information about the transactions from USM.

If you have any further questions or comments please let me know.

Sincerely,



David W. Elkin
President

PTF0052

EXHIBIT W

3/7/2007 Trial Transcript - 8/23/05

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

JEFFREY M. NORMAN,

:

:

Plaintiff,

:

:

vs.

:

Civil Action

:

No. 849-N

U.S. MOBILCOMM, INC.,

:

:

Defendant.

:

- - -

Chancery Courtroom No. 12C

New Castle County Courthouse

Wilmington, Delaware

Tuesday, August 23, 2005

9:38 a.m.

- - -

BEFORE: HON. DONALD F. PARSONS, JR., Vice Chancellor.

- - -

TRIAL TRANSCRIPT

- - -

CHANCERY COURT REPORTERS

500 North King Street - Suite 11400

Wilmington, Delaware 19801-3759

(302) 255-0525

3/7/2007 Trial Transcript - 8/23/05

1 Q Were all those loans pursuant to the
2 shareholder loan agreement?

3 A Yes.

4 Q Were all the loans post-September 1st,
5 1995?

6 A I don't know. I assume so. That's
7 the date of the shareholder loan agreement.

8 Q If they were pre-September 1st, 1995,
9 they wouldn't be controlled by the shareholder loan
10 agreement. Correct?

11 A I suspect that that's true.

12 Q Well, how could it be untrue, based on
13 the fact that the document is dated September 1st,
14 1995?

15 A I'm not saying that's untrue. I'm
16 saying that if there were loans before that date,
17 which I don't believe that there were, and there was a
18 loan agreement subsequent that discussed the repayment
19 of advances made by the company, then that would
20 probably be the best evidence of how they should be
21 repaid. But I'm not saying that they existed.

22 Q Who drafted the shareholder loan
23 agreement, Mr. Elkin?

24 A I did.

3/7/2007 Trial Transcript - 8/23/05

1 Q Where was it drafted, at your home?

2 A I don't recall.

3 Q Do you remember when you drafted it?

4 A I do not.

5 Q Did you draft it after September 1st,
6 1995?

7 A I believe so.

8 Q Was it -- how long after
9 September 1st, 1995 was it that you drafted this? How
10 many days or weeks or months afterwards?

11 A I don't recall.

12 Q Okay. Was it last week or was it --

13 A No.

14 Q Okay. Was it -- was it -- I'm sorry.
15 Was it in 1995, do you know?

16 A I don't know when it was drafted. It
17 was -- I don't believe it was 1995. The best guess is
18 in a year or so subsequent to that.

19 Q It was drafted as early as sometime in
20 1996?

21 A No. It could have been drafted
22 closer, but I'm just saying to the best of my
23 recollection as I'm sitting here today.

24 Q Would this be on your computer at

3/7/2007 Trial Transcript - 8/23/05

1 home?

2 A I don't believe so.

3 Q Why was it entered into as of
4 September 1st, 1995, if it was drafted sometime after
5 that?

6 A Because that was the date -- if I can
7 give a little bit of background again, Mr. Norman had
8 put \$200,000 into the company, and then throughout the
9 period starting fairly soon after he put the money in,
10 but certainly in 1995, he had periodically taken money
11 out of the company, ostensibly to pay living expenses.
12 The amount that he had left in the company was
13 somewhere in the neighborhood of -- my best
14 recollection was \$138,000. And based on a
15 three-to-one sharing ratio, I determined that, as a
16 matter of fairness -- that my equity would be
17 \$420,000, and anything I advanced above that would be
18 shareholder loans.

19 Q Is there any correspondence between
20 you and Mr. Norman on that point?

21 A As to his --

22 Q As to his distributions or shareholder
23 loans. As to your decision to draft the shareholder
24 loan agreement.

EXHIBIT X

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

JEFFREY M. NORMAN,

Plaintiff,

v.

DAVID W. ELKIN, RICHARD M. SHORIN
and THE ELKIN GROUP, INC.

Defendants,

and

US MOBILCOMM, INC.,

Nominal Defendant.

C.A. No. 06-005-JJF

Jury Trial Demanded

DECLARATION OF MARTIN H. ABO

I, Martin H. Abo, hereby state in accordance with the provisions of Title 28, section 1746 of the United States Code the following:

1. I am over eighteen (18) years of age and competent to testify about the facts stated herein.
2. I am a Certified Public Account and a Certified Valuation Analyst. I was retained by Plaintiff Jeffrey M. Norman to provide testimony at the trial of the above-captioned matter. As part of my preparation for trial, I had occasion to review a number of US Mobilcomm, Inc. ("USM") financial and ancillary corporate documents.
3. I reviewed USM's Form 1120S Internal Revenue Service tax returns for the years 1997 through 2004. At no time during these eight (8) years did USM ever disclose the existence of any "loans from shareholders" on its required Schedule L balance sheet or anywhere else in the tax returns.

4. USM was treated for tax purposes as a S corporation or pass-through entity. The fact that its stockholders were provided notice of proportionate capital gains through Form K-1s does not indicate nor imply that distributions were made to stockholders.

5. Based on my review of USM's records, the company maintained a number of capital assets, including, without limitation: radio towers and radio equipment and Federal Communications Commission 220 MHz licenses. Like any capital asset, these assets were all susceptible to appreciation or depreciation. If any of these assets were sold under either one of the scenarios, the stockholders would realize a capital gain or even a capital loss. The fact that the company's Form K-1s disclosed any such capital gains or losses in any given year did not necessarily indicate or imply that any licenses or only licenses were sold.

6. I reviewed the December 3, 2002 letter from David Elkin (as President of USM) to Vincent A. Sama, Esq. (counsel for Jeffrey Norman) which purportedly discloses total net proceeds from the sales of licenses to be \$479,709 and repayment of shareholder loans in the amount of \$380,588. Following my review of USM's own documents, Mr. Elkin's representations were and are false. Based on corporate documents that existed prior to December 3, 2002 (but not disclosed to Norman until after that date), it was known that the net proceeds from the sales of licenses exceeded the amount Mr. Elkin reported and Elkin had already received at least \$601,500 as purported repayment of shareholder loans.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 21 day of March, 2007.

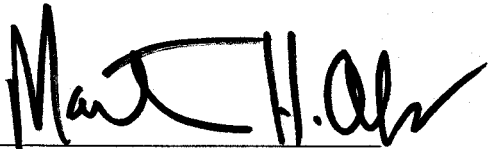

Marin H. Abo

EXHIBIT Y

WINSTON & STRAWN

35 WEST WACKER DRIVE
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1204 GENEVA, SWITZERLAND

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VINCENT A. SAMA
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1400 L STREET, N.W.
WASHINGTON, D.C. 20005-3502

May 20, 2003

Mr. David W. Elkin
President
US MobilComm, Inc.
805 Bryn Mawr Avenue
Newton Square, PA 19073-4330

Re: Re: Potential Sales or Other Dispositions of US MobilComm, Inc.
Assets and/or Stock

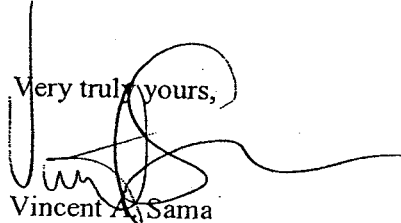
Dear Mr. Elkin:

I am writing to follow up on the issues raised by the documents you sent to me in December 2002 in response to my October 2, 2002 letter.

After reviewing those documents, Jeffrey Norman and other minority shareholders of US MobilComm, Inc. have a number of additional questions and would like to review US MobilComm, Inc.'s books and records. In the interests of efficiency, we are prepared to travel to Pennsylvania to meet with you to review and discuss these documents and the company's transactions and operations.

Please call me so that we can schedule a meeting in Pennsylvania in the next few weeks.

Very truly yours,


Vincent A. Sama

VAS:imf
cc: Jeffrey Norman

NY:780275.1

PLTF1381

EXHIBIT Z

WINSTON & STRAWN LLP

35 WEST WACKER DRIVE
CHICAGO, ILLINOIS 60601-9703

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WASHINGTON, D.C. 20005-3502

August 6, 2003

Mr. David W. Elkin
President
US MobilComm, Inc.
805 Bryn Mawr Avenue
Newton Square, PA 19073-4330

Re: Re: Potential Sales or Other Dispositions of US MobilComm, Inc.
Assets and/or Stock

Dear Mr. Elkin:

I am writing to follow up on my letter to you dated May 20, 2003 and our telephone conversation on June 17, 2003. During the June 17th conversation, you agreed to send me various accounting and bookkeeping records and documents by the middle of July 2003. I have neither received any such documents or records from you, nor have heard from you since June 17.

Upon receipt of this letter, please send me the documents and records we discussed and telephone me.

Very truly yours,


Vincent A. Sama

VAS:imf
cc: Jeffrey Norman

NY:799541.1

PLTF1380

EXHIBIT AA



Phone: (302) 425-6408
Fax: (302) 425-6464
Email: caponi@blankrome.com

May 3, 2005

BY HAND

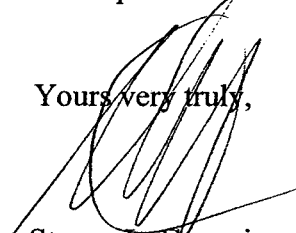
Sean J. Bellew, Esquire
Cozen O'Connor
1201 N. Market Street, Suite 1400
Wilmington, DE 19801

Re: Norman v. US Mobilcomm, Inc.

Dear Sean:

Enclosed please find documents (Bates range MC000468 -- 771) that are part of US Mobilcomm's ongoing voluntarily document production in response to the requests of Mr. Norman.

Yours very truly,



Steven L. Caponi

SLC/rst
Enclosures

EXHIBIT BB

B L A N K

R O M E ^{LLP}
COUNSELORS AT LAW

Phone: (302) 425-6408
Fax: (302) 425-6464
Email: caponi@blankrome.com

September 7, 2005

BY HAND

David A. Felice, Esquire
Cozen O'Connor
Chase Manhattan Centre
1201 N. Market Street, Suite 1400
Wilmington, DE 19801

Re: Norman v. US Mobilcomm, Inc.

Dear David:

In keeping with the parties' agreement, US Mobilcomm, Inc. is producing the enclosed documents, Bates numbered MC000772 through MC001493. Additional documents will be produced as they are identified during the course of US Mobilcomm's ongoing document review.

Yours very truly,


Steven L. Caponi

SLC/rst
Enclosures

cc: Brian McTear, Esquire (w/o encl.)
Mr. David Elkin (w/o encl.)
Sean Bellew, Esquire (w/o encl.)

EXHIBIT CC

3/7/2007 Elkin - 12/6/06

0001

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

JEFFREY M. NORMAN : C.A. No. 06-005-JJF
Plaintiff, :
- vs - :
DAVID W. ELKIN, RICHARD M. :
SHORIN and THE ELKIN GROUP, :
INC., :
Defendants, :
and :
US MOBILCOMM, INC., :
Nominal Defendant. :

ORAL DEPOSITION OF DAVID W. ELKIN, taken before
Nancy R. Toner, Registered Professional Reporter, Notary
Public, at the offices of BLANK ROME, LLP, 1201 North Market
Street, Suite 800, Wilmington, Delaware on Wednesday,
December 6, 2006, commencing at 9:50 a.m.

LOVE COURT REPORTING, INC.
1500 Market Street
12th Floor, East Tower
Philadelphia, Pennsylvania 19102
(215) 568-5599

3/7/2007 Elkin - 12/6/06

1 A. I have.

2 Q. You have?

3 A. Yes.

4 Q. Okay. And you are aware that the company
5 has an outstanding liability related to the Section
6 220 action and the Court's awarding of cost in
7 connection with that trial?

8 A. Yeah.

9 Q. And we've requested payment of that
10 amount. Are you aware of that?

11 A. I presume that that's true.

12 Q. And this is a response to our request that
13 essentially says that your position is that you're
14 not personally liable for that amount?

15 A. Absolutely. Goes on to state the company
16 does not have the resources to satisfy the
17 obligations.

18 Q. It also goes on to say, moreover, not only
19 does the company lack the money or resources to
20 satisfy the obligation to Mr. Norman, it also has a
21 number of other creditors that may have priority
22 over Mr. Norman's claim. Do you see that?

23 A. Yes.

24 Q. Is the company insolvent?

3/7/2007 Elkin - 12/6/06

1 A. Yeah, yes.

2 MR. BELLEW: If you just give me one
3 second.

4 THE WITNESS: I'll be back in one
5 minute.

6 (Whereupon, a brief recess was
7 taken.)

8 MR. BELLEW: Back on the record.
9 That's all I have.

10 MR. EVETTS: I have a couple.
11 Could we mark that please?

12 It's my understanding -- but you tell
13 me -- that what you're saying is these
14 documents were actually copied in toto and
15 provided to you?

16 MR. BELLEW: That was my very
17 preliminary hypothesis by looking at them for
18 all of 30 seconds after you have confused me
19 for about 40 minutes of the day with some
20 convoluted explanation about where these
21 documents have come from.

22 MR. EVETTS: Yes. I will mark --
23 since we had a bunch of testimony about this
24 document for clarity of knowing what Mr. Elkin

EXHIBIT DD

BERG & ANDROPHY
A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

3704 TRAVIS STREET
HOUSTON, TEXAS 77002-9550

TEL: 713/529.5622
FAX: 713/529.3785

MARK A. EVETTS
mevetts@bafirm.com

June 8, 2006

VIA FACSIMILE - (302) 295-2013
AND US MAIL

Mr. David A. Felice
Cozen O'Connor
Chase Manhattan Centre
1201 North Market Street, Suite 1400
Wilmington, DE 19801-1147

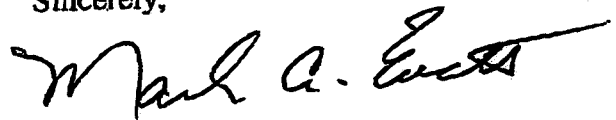
Re: C.A. 849-N; *Jeffrey M. Norman v. US Mobilcomm, Inc.*

Dear David:

I am in receipt of your letter dated June 1, 2006. As you know, the Court's order was directed to US MobilComm ("USM"), not Mr. Elkin personally, and the law is clear that Mr. Elkin has no obligation to advance or loan monies to USM to satisfy its obligations. Moreover, not only does the company lack the money or resources to satisfy the obligation to Mr. Norman, it also has a number of other creditors that may have priority over Mr. Norman's claim.

Should you have any questions or concerns, please feel free to contact me.

Sincerely,



Mark A. Evetts

MAE/lh

